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UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA

In re:  
USA COMMERCIAL MORTGAGE COMPANY,  
Debtor.

Case Nos. BK-S-06-10725 LBR  
Case Nos. BK-S-06-10726 LBR  
Case Nos. BK-S-06-10727 LBR  
Case Nos. BK-S-06-10728 LBR  
Case Nos. BK-S-06-10729 LBR  
Chapter 11

In re:  
USA CAPITAL REALTY ADVISORS, LLC,  
Debtor.

In re:  
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,  
Debtor.

In re:  
USA CAPITAL FIRST TRUST DEED FUND, LLC,  
Debtor.

In re:  
USA SECURITIES, LLC,  
Debtor.

Affects:  
☒ All Debtors  
☐ USA Commercial Mortgage Company  
☐ USA Securities, LLC  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA First Trust Deed Fund, LLC

SECOND SUPPLEMENTAL DECLARATION  
OF THOMAS J. ALLISON IN SUPPORT OF  
DEBTORS' MOTION FOR ORDER  
AUTHORIZING (I) THE EMPLOYMENT AND  
RETENTION OF MESIROW FINANCIAL  
INTERIM MANAGEMENT, LLC AS CRISIS  
MANAGERS FOR THE DEBTORS, AND (II)  
THE DESIGNATION OF THOMAS J.  
ALLISON OF MESIROW FINANCIAL  
INTERIM MANAGEMENT, LLC AS CHIEF  
RESTRUCTURING OFFICER FOR THE  
DEBTORS AND THE EMPLOYMENT OF  
CERTAIN TEMPORARY EMPLOYEES

Date: July 25, 2006  
Time: 9:30 a.m.

1 I, Thomas J. Allison hereby state and declare:

2 1. I am a Senior Managing Director of Mesirow Financial Interim Management  
3 ("MFIM"), a professional services firm engaged in the business of providing interim management  
4 services. I submit this second supplemental declaration (the "Second Supplemental Declaration")  
5 on behalf of MFIM in support of the Debtors' Motion for Order Authorizing (I) the Employment  
6 and Retention of Mesirow Financial Interim Management, LLC as Crisis Managers for the  
7 Debtors, and (II) the Designation of Thomas J. Allison of Mesirow Financial Interim  
8 Management, LLC as Chief Restructuring Officer of the Debtors and the Employment of Certain  
9 Temporary Employees (the "Employment Motion"). I have personal knowledge of the matters set  
10 forth herein, and if called as a witness, would testify competently thereto.<sup>1</sup>

11 2. This case commenced with the filing of a voluntary petition by the Debtor on April  
12 13, 2006.

13 3. The Employment Motion and a Declaration of Thomas J. Allison in Support of  
14 Debtors' Motion for Order Authorizing (I) the Employment and Retention of Mesirow Financial  
15 Interim Management, LLC as Crisis Managers for the Debtors, and (II) the Designation of  
16 Thomas J. Allison of Mesirow Financial Interim Management, LLC as Chief Restructuring  
17 Officer of the Debtors and the Employment of Certain Temporary Employees (the "Original  
18 Declaration") was filed in this Court on April 14, 2006 and a First Supplemental Declaration of  
19 Thomas J. Allison in Support of Debtors' Motion for Order Authorizing (I) the Employment and  
20 Retention of Mesirow Financial Interim Management, LLC as Crisis Managers for the Debtors,  
21 and (II) the Designation of Thomas J. Allison of Mesirow Financial Interim Management, LLC as  
22 Chief Restructuring Officer of the Debtors and the Employment of Certain Temporary Employees  
23 (the First Supplemental Declaration) was filed in this Court on June 13, 2006. The Original  
24 Declaration and the First Supplemental Declaration are incorporated herein by reference.

25 4. The Court allowed the Employment Motion on in interim basis on April 19, 2006  
26 and will conduct a hearing on the Employment Motion on July 25, 2006.

27  
28  
<sup>1</sup> Certain of the disclosures herein relate to matters within the knowledge of other professionals at MFIM.



5. This Second Supplemental Declaration supplements those disclosures previously made by MFIM in the Original Declaration.

**DISCLOSURE OF CONNECTIONS UNDER BANKRUPTCY RULE 2014(a)**

6. MFIM generally retains the law firm of Greenberg Traurig, LLP ("Greenberg") to represent it on fee, retention and other matters arising in its engagements. MFIM has engaged Greenberg to represent it on retention issues and other related matters in these cases.

7. MFIM has been informed that Greenberg represents an unsecured creditor, Nevada State Bank, in these cases. Although there is no known conflict, as a precaution, MFIM has agreed to a waiver of such conflicts, if any, as they may arise and is making this disclosure.

8. To the best of my knowledge, except as disclosed in the Original Declaration, the First Supplemental Declaration or as set forth herein, (a) MFIM has no connections with the Debtors, creditors and any other party-in-interest, or their respective attorneys and advisors; and (b) the MFIM professionals working on this matter are not relatives of the United States Trustee of the District of Nevada or of any known employee in the office thereof, or any United States Bankruptcy Judge of the District of Nevada.

9. If and when additional information becomes known with respect to any other relationships that may exist between MFIM, or its professionals and the Debtors, creditors, or any other party-in-interest which may affect these cases, supplemental affidavits describing such information will be filed with the Court.

I declare, under penalty of perjury, that, to the best of my knowledge, information and belief, that the foregoing is true and correct.

Mesirow Financial Interim Management, LLC

By

Thomas J. Allison

Senior Managing Director  
Mesirow Financial Consulting, LLC  
321 North Clark Street  
13<sup>th</sup> Floor  
Chicago, IL 60610